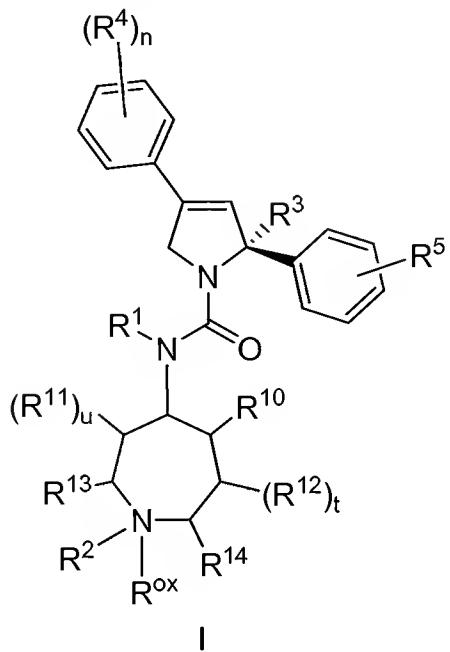


In the claims:

1. (Currently amended) A compound of Formula I:



or a pharmaceutically acceptable salt or stereoisomer thereof,

wherein:

- a is 0 or 1;
- b is 0 or 1;
- m is 0, 1, or 2;
- n is 0, 1, 2 or 3;
- r is 0 or 1;
- s is 0 or 1;
- t is 0, 1 or 2;
- u is 0, 1, or 2;

R¹ and R² are independently selected from: H, (C₁-C₆)alkyl, aryl, heterocyclyl and (C₃-C₆)cycloalkyl, optionally substituted with one, two or three substituents selected from R⁷;

R³ is selected from:

- 1) H hydrogen,
- 2) C₁-C₁₀ alkyl;
- 3) C₁-C₁₀ alkyl-O-R^d,
- 4) C₂-C₁₀ alkenyl-O-R^d,
- 5) C₂-C₁₀ alkynyl-O-R^d,
- 6) (C₁-C₆-alkylene)_nC₃-C₈ cycloalkyl-O-R^d,
- 7) C₁-C₁₀ alkyl-(C=O)_b-NR^cRC^c,
- 8) C₂-C₁₀ alkenyl-(C=O)_bNR^cRC^c,
- 9) C₂-C₁₀ alkynyl-(C=O)_bNR^cRC^c,
- 10) (C₁-C₆-alkylene)_nC₃-C₈ cycloalkyl-(C=O)_bNR^cRC^c,
- 11) C₁-C₁₀ alkyl-S(O)_m-R^d,
- 12) C₂-C₁₀ alkenyl- S(O)_m-R^d,
- 13) C₂-C₁₀ alkynyl- S(O)_m-R^d,
- 14) (C₁-C₆-alkylene)_nC₃-C₈ cycloalkyl- S(O)_m-R^d,

said alkyl, alkenyl, alkynyl and cycloalkyl are optionally substituted with one or more substituents selected from R⁶;

R⁴ is independently selected from:

- 1) (C=O)_aO_bC₁-C₁₀ alkyl,
- 2) (C=O)_aO_baryl,
- 3) CO₂H,
- 4) halo,
- 5) CN,
- 6) OH,
- 7) O_bC₁-C₆ perfluoroalkyl,
- 8) O_a(C=O)_bNR⁸R⁹,
- 9) S(O)_mR^a,
- 10) S(O)₂NR⁸R⁹,
- 11) -OPO(OH)₂;

said alkyl, and aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one, two or three substituents selected from R⁷;

R⁵ is selected from:

- 1) hydrogen;

- 2) $(C=O)_a O_b C_1-C_{10}$ alkyl,
- 3) $(C=O)_a O_b$ aryl,
- 4) CO_2H ,
- 5) halo,
- 6) CN,
- 7) OH,
- 8) $O_b C_1-C_6$ perfluoroalkyl,
- 9) $O_a(C=O)_b NR_8R^9$,
- 10) $S(O)_m R^a$,
- 11) $S(O)_2 NR_8R^9$,
- 12) $-OPO(OH)_2$;

said alkyl, and aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one, two or three substituents selected from R⁷;

R⁶ is independently selected from:

- 1) $(C=O)_a O_b C_1-C_{10}$ alkyl,
- 2) $(C=O)_a O_b$ aryl,
- 3) C_2-C_{10} alkenyl,
- 4) C_2-C_{10} alkynyl,
- 5) $(C=O)_a O_b$ heterocyclyl,
- 6) CO_2H ,
- 7) halo,
- 8) CN,
- 9) OH,
- 10) $O_b C_1-C_6$ perfluoroalkyl,
- 11) $O_a(C=O)_b NR_8R^9$,
- 12) $S(O)_m R^a$,
- 13) $S(O)_2 NR_8R^9$,
- 14) oxo,
- 15) CHO,
- 16) $(N=O)R_8R^9$, or
- 17) $(C=O)_a O_b C_3-C_8$ cycloalkyl,
- 18) $-OPO(OH)_2$;

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one, two or three substituents selected from R⁷;

R⁷ is selected from:

- 1) (C=O)_rOs(C₁-C₁₀)alkyl,
- 2) O_r(C₁-C₃)perfluoroalkyl,
- 3) oxo,
- 4) OH,
- 5) halo,
- 6) CN,
- 7) (C₂-C₁₀)alkenyl,
- 8) (C₂-C₁₀)alkynyl,
- 9) (C=O)_rOs(C₃-C₆)cycloalkyl,
- 10) (C=O)_rOs(C₀-C₆)alkylene-aryl,
- 11) (C=O)_rOs(C₀-C₆)alkylene-heterocyclyl,
- 12) (C=O)_rOs(C₀-C₆)alkylene-N(R^b)₂,
- 13) C(O)R^a,
- 14) (C₀-C₆)alkylene-CO₂R^a,
- 15) C(O)H,
- 16) (C₀-C₆)alkylene-CO₂H,
- 17) (C=O)_rN(R^b)₂,
- 18) S(O)_mR^a,
- 19) S(O)₂N(R^b)₂, and
- 20) -OPO(OH)₂;

said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, alkylene and heterocyclyl is optionally substituted with up to three substituents selected from R^b, OH, (C₁-C₆)alkoxy, halogen, CO₂H, CN, O(C=O)C₁-C₆ alkyl, oxo, NO₂ and N(R^b)₂;

R⁸ and R⁹ are independently selected from:

- 1) H,
- 2) (C=O)ObC₁-C₁₀ alkyl,
- 3) (C=O)ObC₃-C₈ cycloalkyl,
- 4) (C=O)Obaryl,
- 5) (C=O)Obheterocyclyl,
- 6) C₁-C₁₀ alkyl,
- 7) aryl,
- 8) C₂-C₁₀ alkenyl,

- 9) C₂-C₁₀ alkynyl,
- 10) heterocyclyl,
- 11) C₃-C₈ cycloalkyl,
- 12) SO₂R^a, and
- 13) (C=O)NR^b₂,

said alkyl, cycloalkyl, aryl, heterocylyl, alkenyl, and alkynyl is optionally substituted with one, two or three substituents selected from R⁷, or

R⁸ and R⁹ can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R⁷;

R¹⁰ is selected from: H and F;

R¹¹ and R¹² are independently selected from: F and -CH₂F;

R¹³ and R¹⁴ are independently selected from: H and -CH₂F;

R^{ox} is absent or is oxo;

R^a is independently selected from: (C₁-C₆)alkyl, (C₃-C₆)cycloalkyl, aryl, or heterocyclyl, optionally substituted with one, two or three substituents selected from R⁷;

R^b is independently selected from: H, (C₁-C₆)alkyl, aryl, heterocyclyl, (C₃-C₆)cycloalkyl, (C=O)OC₁-C₆ alkyl, (C=O)C₁-C₆ alkyl, (C=O)aryl, (C=O)heterocyclyl, (C=O)NReR^e' or S(O)₂R^a, ~~optionally substituted with one, two or three substituents selected from R⁷~~;

R^c and R^c' are independently selected from: H, (C₁-C₆)alkyl, aryl, NH₂, OH, OR^a, -(C₁-C₆)alkyl-OH, -(C₁-C₆)alkyl-O-(C₁-C₆)alkyl, (C=O)OC₁-C₆ alkyl, (C=O)C₁-C₆ alkyl, (C=O)aryl, (C=O)heterocyclyl, (C=O)NReR^e', S(O)₂R^a and -(C₁-C₆)alkyl-N(R^b)₂, wherein the alkyl is optionally substituted with one, two or three substituents selected from R⁷; or

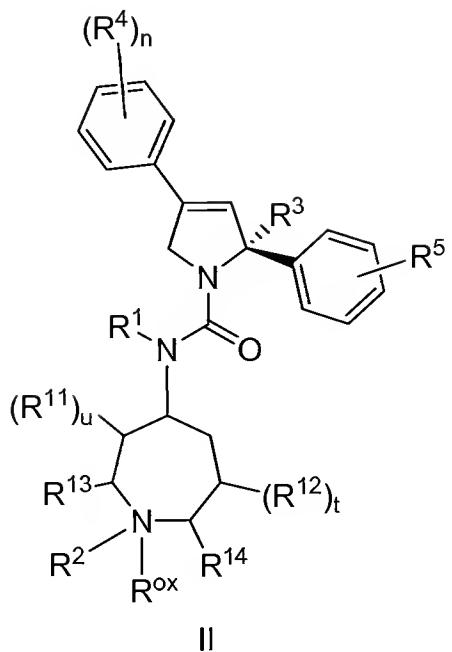
Rc and Rc' can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R7;

Rd is selected from: H, (C1-C6)alkyl, -(C2-C6)alkyl-OH, -(C1-C6)alkyl-O-(C1-C6)alkyl and -(C1-C6)alkyl-N(R^b)₂, wherein the alkyl is optionally substituted with one, two or three substituents selected from R7;;

Re and Re' are independently selected from: H, (C1-C6)alkyl, aryl, heterocyclyl and (C3-C6)cycloalkyl, ~~optionally substituted with one, two or three substituents selected from R7;~~ or

Re and Re' can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R7.

2. (Currently amended) The compound according to Claim 1 of Formula II:



II

or a pharmaceutically acceptable salt or stereoisomer thereof,
wherein:

- a is 0 or 1;
b is 0 or 1;
m is 0, 1, or 2;
n is 0, 1, 2 or 3;
r is 0 or 1;
s is 0 or 1;
t is 0 or 1;
u is 0 or 1;

R¹ and R² are independently selected from: H, (C₁-C₆)alkyl, aryl, heterocyclyl and (C₃-C₆)cycloalkyl, optionally substituted with one, two or three substituents selected from R⁷;

R³ is selected from:

- 1) hydrogen;
- 2) C₁-C₁₀ alkyl;
- 3) C₁-C₁₀ alkyl-O-R⁹,
- 4) C₂-C₁₀ alkenyl-O-R⁹,

- 5) C₂-C₁₀ alkynyl-O-R^d,
- 6) (C₁-C₆-alkylene)_nC₃-C₈ cycloalkyl-O-R^d,
- 7) C₁-C₁₀ alkyl-(C=O)_b-NR^cRC['],
- 8) C₂-C₁₀ alkenyl-(C=O)_bNR^cRC['],
- 9) C₂-C₁₀ alkynyl-(C=O)_bNR^cRC['],
- 10) (C₁-C₆-alkylene)_nC₃-C₈ cycloalkyl-(C=O)_bNR^cRC['],
- 11) C₁-C₁₀ alkyl-S(O)_m-R^d,
- 12) C₂-C₁₀ alkenyl- S(O)_m-R^d,
- 13) C₂-C₁₀ alkynyl- S(O)_m-R^d,
- 14) (C₁-C₆-alkylene)_nC₃-C₈ cycloalkyl- S(O)_m-R^d,

said alkyl, alkenyl, alkynyl and cycloalkyl are optionally substituted with one or more substituents selected from R⁶;

R⁴ is independently selected from:

- 1) (C=O)_aO_bC₁-C₁₀ alkyl,
- 2) (C=O)_aO_baryl,
- 3) CO₂H,
- 4) halo,
- 5) CN,
- 6) OH,
- 7) O_bC₁-C₆ perfluoroalkyl,
- 8) O_a(C=O)_bNR⁸R⁹,
- 9) S(O)_mR^a,
- 10) S(O)₂NR⁸R⁹, and
- 11) -OPO(OH)₂;

said alkyl; and aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one, two or three substituents selected from R⁷;

R⁵ is selected from:

- 1) hydrogen;
- 2) (C=O)_aO_bC₁-C₁₀ alkyl,
- 3) (C=O)_aO_baryl,
- 4) CO₂H,

- 5) halo,
- 6) CN,
- 7) OH,
- 8) $O_bC_1-C_6$ perfluoroalkyl,
- 9) $O_a(C=O)_bNR^8R^9$,
- 10) $S(O)mR^a$,
- 11) $S(O)2NR^8R^9$,

said alkyl, and aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one, two or three substituents selected from R⁷;

R⁶ is independently selected from:

- 1) $(C=O)_aO_bC_1-C_{10}$ alkyl,
- 2) $(C=O)_aO_b$ aryl,
- 3) C_2-C_{10} alkenyl,
- 4) C_2-C_{10} alkynyl,
- 5) $(C=O)_aO_b$ heterocyclyl,
- 6) CO₂H,
- 7) halo,
- 8) CN,
- 9) OH,
- 10) $O_bC_1-C_6$ perfluoroalkyl,
- 11) $O_a(C=O)_bNR^8R^9$,
- 12) $S(O)mR^a$,
- 13) $S(O)2NR^8R^9$,
- 14) oxo,
- 15) CHO,
- 16) $(N=O)R^8R^9$, or
- 17) $(C=O)_aO_bC_3-C_8$ cycloalkyl, and
- 18) -OPO(OH)₂;

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one, two or three substituents selected from R⁷;

R⁷ is selected from:

- 1) $(C=O)rOs(C_1-C_{10})$ alkyl,
- 2) O_r(C₁-C₃)perfluoroalkyl,

- 3) oxo,
- 4) OH,
- 5) halo,
- 6) CN,
- 7) (C₂-C₁₀)alkenyl,
- 8) (C₂-C₁₀)alkynyl,
- 9) (C=O)_rOs(C₃-C₆)cycloalkyl,
- 10) (C=O)_rOs(C₀-C₆)alkylene-aryl,
- 11) (C=O)_rOs(C₀-C₆)alkylene-heterocyclyl,
- 12) (C=O)_rOs(C₀-C₆)alkylene-N(R^b)₂,
- 13) C(O)R^a,
- 14) (C₀-C₆)alkylene-CO₂R^a,
- 15) C(O)H,
- 16) (C₀-C₆)alkylene-CO₂H,
- 17) C(O)N(R^b)₂,
- 18) S(O)_mR^a,
- 19) S(O)₂N(R^b)₂; and
- 20) -OPO(OH)₂;

said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, alkylene and heterocyclyl is optionally substituted with up to three substituents selected from R^b, OH, (C₁-C₆)alkoxy, halogen, CO₂H, CN, O(C=O)C₁-C₆ alkyl, oxo, NO₂ and N(R^b)₂;

R⁸ and R⁹ are independently selected from:

- 1) H,
- 2) (C=O)O_bC₁-C₁₀ alkyl,
- 3) (C=O)O_bC₃-C₈ cycloalkyl,
- 4) (C=O)Obaryl,
- 5) (C=O)Obheterocyclyl,
- 6) C₁-C₁₀ alkyl,
- 7) aryl,
- 8) C₂-C₁₀ alkenyl,
- 9) C₂-C₁₀ alkynyl,
- 10) heterocyclyl,
- 11) C₃-C₈ cycloalkyl,
- 12) SO₂R^a, and

13) $(C=O)NR^b_2$,

said alkyl, cycloalkyl, aryl, heterocyclyl, alkenyl, and alkynyl is optionally substituted with one, two or three substituents selected from R⁷, or

R⁸ and R⁹ can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R⁷;

R¹¹ and R¹² are independently selected from: F and -CH₂F;

R¹³ and R¹⁴ are independently selected from: H and -CH₂F, provided that when t is 1, R¹⁴ is H; and when u is 1, R¹³ is H;

R^{ox} is absent or is oxo;

R^a is independently selected from: (C₁-C₆)alkyl, (C₃-C₆)cycloalkyl, aryl, or heterocyclyl, optionally substituted with one, two or three substituents selected from R⁷;

R^b is independently selected from: H, (C₁-C₆)alkyl, aryl, heterocyclyl, (C₃-C₆)cycloalkyl, (C=O)OC₁-C₆ alkyl, (C=O)C₁-C₆ alkyl, (C=O)aryl, (C=O)heterocyclyl, (C=O)NR^cR^{c'} or S(O)₂R^a, ~~optionally substituted with one, two or three substituents selected from R⁷~~;

R^c and R^{c'} are independently selected from: H, (C₁-C₆)alkyl, aryl, NH₂, OH, OR^a, -(C₁-C₆)alkyl-OH, -(C₁-C₆)alkyl-O-(C₁-C₆)alkyl, (C=O)OC₁-C₆ alkyl, (C=O)C₁-C₆ alkyl, (C=O)aryl, (C=O)heterocyclyl, (C=O)NR^cR^{c'}, S(O)₂R^a and -(C₁-C₆)alkyl-N(R^b)₂, wherein the alkyl is optionally substituted with one, two or three substituents selected from R⁷; or

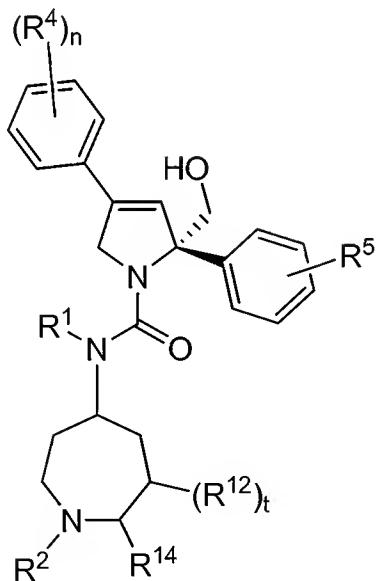
R^c and R^{c'} can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R⁷;

R_d is selected from: H, (C₁-C₆)alkyl, -(C₂-C₆)alkyl-OH, -(C₁-C₆)alkyl-O-(C₁-C₆)alkyl and -(C₁-C₆)alkyl-N(R^b)₂, wherein the alkyl is optionally substituted with one, two or three substituents selected from R⁷;

R_e and R_{e'} are independently selected from: H, (C₁-C₆)alkyl, aryl, heterocyclyl and (C₃-C₆)cycloalkyl, ~~optionally substituted with one, two or three substituents selected from R⁷~~; or

R_e and R_{e'} can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R⁷.

3. (Currently amended) The compound according to Claim 2 of the Formula III:



or a pharmaceutically acceptable salt or stereoisomer thereof,

wherein:

a is 0 or 1;

b is 0 or 1;
m is 0, 1, or 2;
n is 0, 1 or 2;
r is 0 or 1;
s is 0 or 1;
t is 0 or 1;

R¹ and R² are independently selected from: H, (C₁-C₆)alkyl, aryl and (C₃-C₆)cycloalkyl, optionally substituted with one, two or three substituents selected from R⁷;

R⁴ is independently selected from:

- 1) halo,
- 2) OH,
- 3) O_bC₁-C₆ perfluoroalkyl,

R⁵ is selected from:

- 1) hydrogen,
- 2) halo,
- 3) OH,
- 4) O_bC₁-C₆ perfluoroalkyl,

R⁷ is selected from:

- 1) (C=O)_rO_s(C₁-C₁₀)alkyl,
- 2) O_r(C₁-C₃)perfluoroalkyl,
- 3) oxo,
- 4) OH,
- 5) halo,
- 6) CN,
- 7) (C₂-C₁₀)alkenyl,
- 8) (C₂-C₁₀)alkynyl,
- 9) (C=O)_rO_s(C₃-C₆)cycloalkyl,
- 10) (C=O)_rO_s(C₀-C₆)alkylene-aryl,
- 11) (C=O)_rO_s(C₀-C₆)alkylene-heterocyclyl,
- 12) (C=O)_rO_s(C₀-C₆)alkylene-N(R^b)₂,
- 13) C(O)R^a,

- 14) $(C_0\text{-}C_6)\text{alkylene-CO}_2R^a$,
- 15) $C(O)H$,
- 16) $(C_0\text{-}C_6)\text{alkylene-CO}_2H$, and
- 17) $C(O)N(R^b)_2$,
- 18) $S(O)_mR^a$, and
- 19) $S(O)_2N(R^b)_2$;

said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, alkylene and heterocyclyl is optionally substituted with up to three substituents selected from R^b , OH, $(C_1\text{-}C_6)\text{alkoxy}$, halogen, CO_2H , CN, $O(C=O)C_1\text{-}C_6$ alkyl, oxo, NO_2 and $N(R^b)_2$;

R^8 and R^9 are independently selected from:

- 1) H,
- 2) $(C=O)ObC_1\text{-}C_{10}$ alkyl,
- 3) $(C=O)ObC_3\text{-}C_8$ cycloalkyl,
- 4) $(C=O)Obaryl$,
- 5) $(C=O)Obheterocyclyl$,
- 6) $C_1\text{-}C_{10}$ alkyl,
- 7) aryl,
- 8) $C_2\text{-}C_{10}$ alkenyl,
- 9) $C_2\text{-}C_{10}$ alkynyl,
- 10) heterocyclyl,
- 11) $C_3\text{-}C_8$ cycloalkyl,
- 12) SO_2R^a , and
- 13) $(C=O)NR^b_2$,

said alkyl, cycloalkyl, aryl, heterocyclyl, alkenyl, and alkynyl is optionally substituted with one, two or three substituents selected from R^7 , or

R^8 and R^9 can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R^7 ;

R^{12} is selected from: F and $-\text{CH}_2\text{F}$;

R¹⁴ is selected from: H and -CH₂F, provided that when t is 1, R¹⁴ is H;

R^a is independently selected from: (C₁-C₆)alkyl, (C₃-C₆)cycloalkyl, aryl, or heterocyclyl, optionally substituted with one, two or three substituents selected from R⁷;

R^b is independently selected from: H, (C₁-C₆)alkyl, aryl, heterocyclyl, (C₃-C₆)cycloalkyl, (C=O)OC₁-C₆ alkyl, (C=O)C₁-C₆ alkyl, (C=O)aryl, (C=O)heterocyclyl, (C=O)N^cR^e or S(O)₂R^a, ~~optionally substituted with one, two or three substituents selected from R⁷~~;

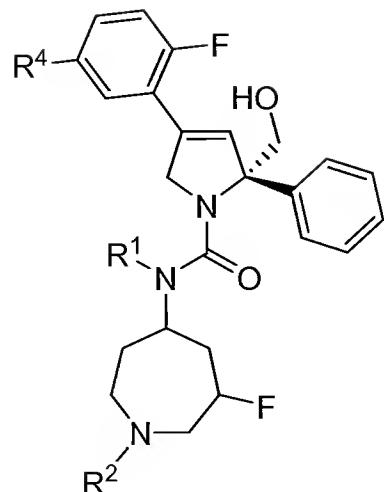
R^c and R^{c'} are independently selected from: H, (C₁-C₆)alkyl, aryl, NH₂, OH, OR^a, -(C₁-C₆)alkyl-OH, -(C₁-C₆)alkyl-O-(C₁-C₆)alkyl, (C=O)OC₁-C₆ alkyl, (C=O)C₁-C₆ alkyl, (C=O)aryl, (C=O)heterocyclyl, (C=O)N^cR^e', S(O)₂R^a and -(C₁-C₆)alkyl-N(R^b)₂, wherein the alkyl is optionally substituted with one, two or three substituents selected from R⁷; or

R^c and R^{c'} can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R⁷;

R^e and R^{e'} are independently selected from: H, (C₁-C₆)alkyl, aryl, heterocyclyl and (C₃-C₆)cycloalkyl, ~~optionally substituted with one, two or three substituents selected from R⁷~~; or

R^e and R^{e'} can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R⁷.

4. (Currently amended) The compound according to Claim 3 of the Formula IV:



IV

or a pharmaceutically acceptable salt or stereoisomer thereof,

wherein:

- a is 0 or 1;
b is 0 or 1;
m is 0, 1, or 2;
r is 0 or 1;
s is 0 or 1;

R¹ and R² are independently selected from: H and (C₁-C₆)alkyl, optionally substituted with one, two or three substituents selected from R⁷;

R⁴ is independently selected from:

- 1) halo,
- 2) OH,
- 3) O_bC₁-C₆ perfluoroalkyl,

R⁷ is selected from:

- 1) (C=O)_rO_s(C₁-C₁₀)alkyl,
- 2) O_r(C₁-C₃)perfluoroalkyl,
- 3) oxo,

- 4) OH,
- 5) halo,
- 6) CN,
- 7) (C₂-C₁₀)alkenyl,
- 8) (C₂-C₁₀)alkynyl,
- 9) (C=O)_rOs(C₃-C₆)cycloalkyl,
- 10) (C=O)_rOs(C₀-C₆)alkylene-aryl,
- 11) (C=O)_rOs(C₀-C₆)alkylene-heterocyclyl,
- 12) (C=O)_rOs(C₀-C₆)alkylene-N(R^b)₂,
- 13) C(O)R^a,
- 14) (C₀-C₆)alkylene-CO₂R^a,
- 15) C(O)H,
- 16) (C₀-C₆)alkylene-CO₂H, and
- 17) C(O)N(R^b)₂,
- 18) S(O)_mR^a, and
- 19) S(O)₂N(R^b)₂;

said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, alkylene and heterocyclyl is optionally substituted with up to three substituents selected from R^b, OH, (C₁-C₆)alkoxy, halogen, CO₂H, CN, O(C=O)C₁-C₆ alkyl, oxo, NO₂ and N(R^b)₂;

R⁸ and R⁹ are independently selected from:

- 1) H,
- 2) (C=O)O_bC₁-C₁₀ alkyl,
- 3) (C=O)O_bC₃-C₈ cycloalkyl,
- 4) (C=O)Obaryl,
- 5) (C=O)Obheterocyclyl,
- 6) C₁-C₁₀ alkyl,
- 7) aryl,
- 8) C₂-C₁₀ alkenyl,
- 9) C₂-C₁₀ alkynyl,
- 10) heterocyclyl,
- 11) C₃-C₈ cycloalkyl,
- 12) SO₂R^a, and
- 13) (C=O)NR^b₂,

said alkyl, cycloalkyl, aryl, heterocylyl, alkenyl, and alkynyl is optionally substituted with one, two or three substituents selected from R⁷, or

R⁸ and R⁹ can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R⁷;

R^a is independently selected from: (C₁-C₆)alkyl, (C₃-C₆)cycloalkyl, aryl, or heterocyclyl, optionally substituted with one, two or three substituents selected from R⁷;

R^b is independently selected from: H, (C₁-C₆)alkyl, aryl, heterocyclyl, (C₃-C₆)cycloalkyl, (C=O)OC₁-C₆ alkyl, (C=O)C₁-C₆ alkyl, (C=O)aryl, (C=O)heterocyclyl, (C=O)NR^cR^{c'} or S(O)₂R^a, ~~optionally substituted with one, two or three substituents selected from R⁷~~;

R^c and R^{c'} are independently selected from: H, (C₁-C₆)alkyl, aryl, NH₂, OH, OR^a, -(C₁-C₆)alkyl-OH, -(C₁-C₆)alkyl-O-(C₁-C₆)alkyl, (C=O)OC₁-C₆ alkyl, (C=O)C₁-C₆ alkyl, (C=O)aryl, (C=O)heterocyclyl, (C=O)NR^eR^{e'}, S(O)₂R^a and -(C₁-C₆)alkyl-N(R^b)₂, wherein the alkyl is optionally substituted with one, two or three substituents selected from R⁷; or

R^c and R^{c'} can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R⁷;

R^e and R^{e'} are independently selected from: H, (C₁-C₆)alkyl, aryl, heterocyclyl and (C₃-C₆)cycloalkyl, ~~optionally substituted with one, two or three substituents selected from R⁷~~; or

R^e and R^{e'} can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R⁷.

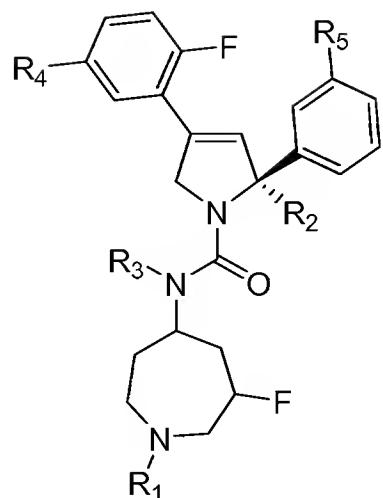
5. (Original) A compound selected from:

(2*S*)-4-(2,5-difluorophenyl)-*N*-[(4*R*,6*S*)-6-fluoro-1-methylazepan-4-yl]-2-(hydroxymethyl)-*N*-methyl-2-phenyl-2,5-dihydro-1*H*-pyrrole-1-carboxamide

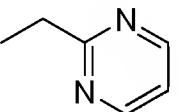
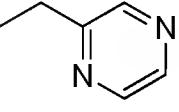
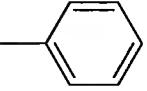
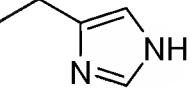
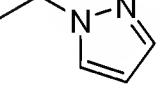
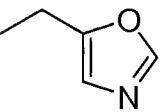
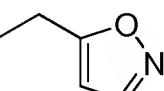
(2*S*)-4-(2,5-difluorophenyl)-*N*-[(4*S*,6*R*)-6-fluoro-1-methylazepan-4-yl]-2-(hydroxymethyl)-*N*-methyl-2-phenyl-2,5-dihydro-1*H*-pyrrole-1-carboxamide

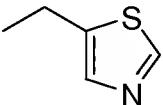
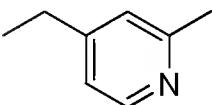
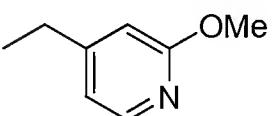
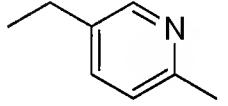
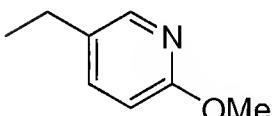
or a pharmaceutically acceptable salt thereof.

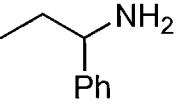
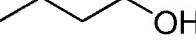
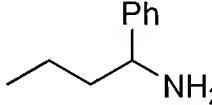
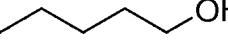
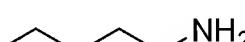
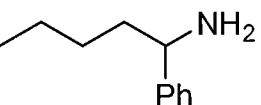
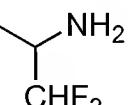
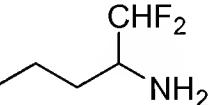
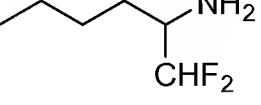
6. (Currently amended) The compound according to Claim 1 which is selected from:

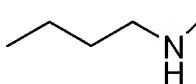
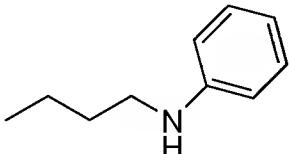
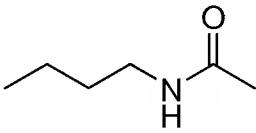
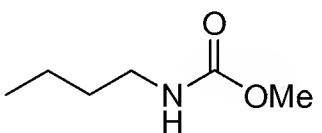
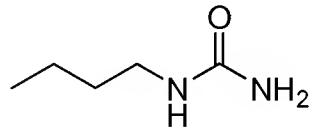
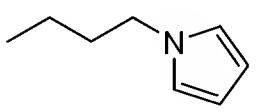


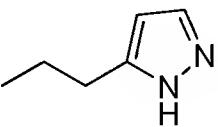
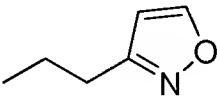
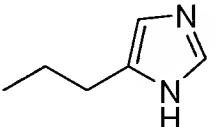
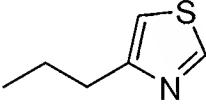
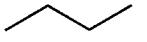
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	CH ₂ OH	Me	F	H
	CH ₂ OH	Me	F	H
	CH ₂ OH	Me	F	H
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	CH ₂ OH	Me	F	H
	CH ₂ OH	Me	F	H

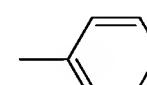
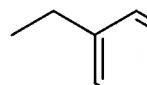
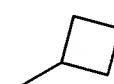
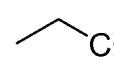
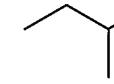
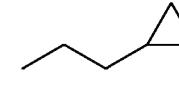
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	CH ₂ OH	Me	F	H
	CH ₂ OH	Me	F	H
	CH ₂ OH	Me	F	H
	CH ₂ OH	Me	F	H
	CH ₂ OH	Me	F	H
	CH ₂ OH	Me	F	H

R ₁	R ₂	R ₃	R ₄	R ₅
	CH ₂ OH	Me	F	H
	CH ₂ OH	Me	F	H
	CH ₂ OH	Me	F	H
	CH ₂ OH	Me	F	H
	CH ₂ OH	Me	F	H
Me	Me	Me	F	H
Me		Me	F	H
Me		Me	F	H

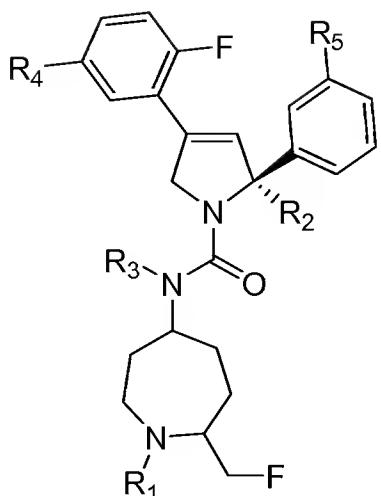
R ₁	R ₂	R ₃	R ₄	R ₅
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H

R ₁	R ₂	R ₃	R ₄	R ₅
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Me		Me	F	H
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Me		Me	F	H

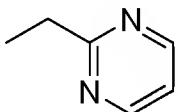
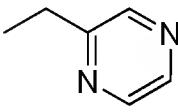
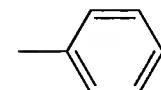
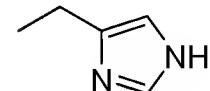
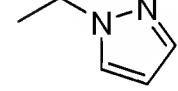
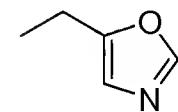
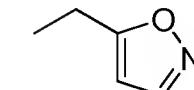
R ₁	R ₂	R ₃	R ₄	R ₅
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me	CH ₂ OH		F	H
Me	CH ₂ OH		F	H

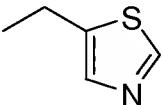
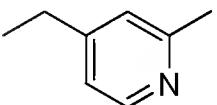
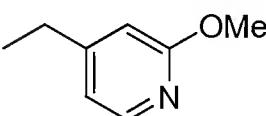
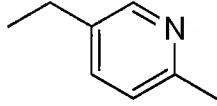
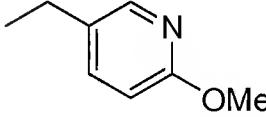
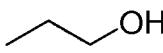
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Me	CH ₂ OH		F	H
Me	CH ₂ OH		F	H
Me	CH ₂ OH		F	H
Me	CH ₂ OH		F	H
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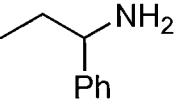
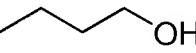
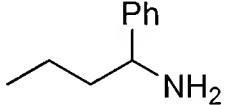
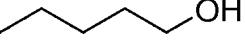
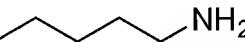
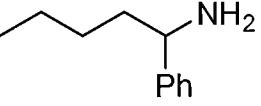
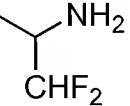
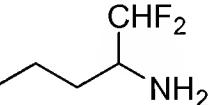
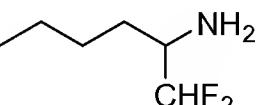
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Me	CH ₂ OH	Me	Br	H
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Me	CH ₂ OH	Me	Me	H
Me	CH ₂ OH	Me	CF ₃	H
Me	CH ₂ OH	Me	NO ₂	H
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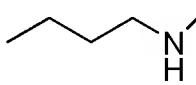
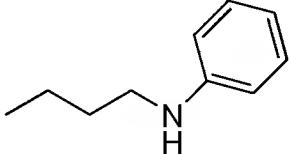
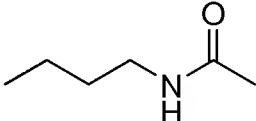
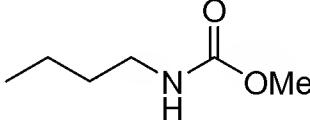
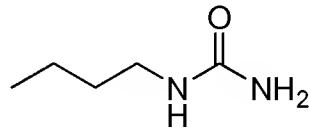
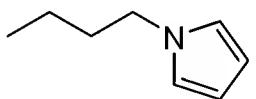


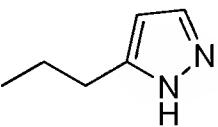
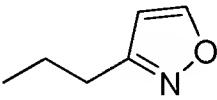
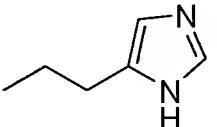
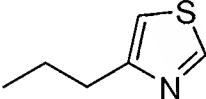
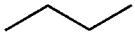
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	CH ₂ OH	Me	F	H
	CH ₂ OH	Me	F	H
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	CH ₂ OH	Me	F	H

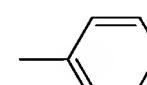
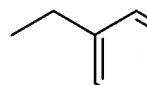
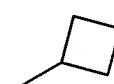
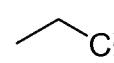
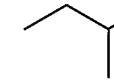
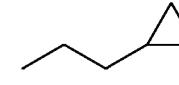
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	CH ₂ OH	Me	F	H
	CH ₂ OH	Me	F	H
	CH ₂ OH	Me	F	H
	CH ₂ OH	Me	F	H
	CH ₂ OH	Me	F	H
	CH ₂ OH	Me	F	H
	CH ₂ OH	Me	F	H

R ₁	R ₂	R ₃	R ₄	R ₅
	CH ₂ OH	Me	F	H
	CH ₂ OH	Me	F	H
	CH ₂ OH	Me	F	H
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	CH ₂ OH	Me	F	H
Me	Me	Me	F	H
Me		Me	F	H
Me		Me	F	H

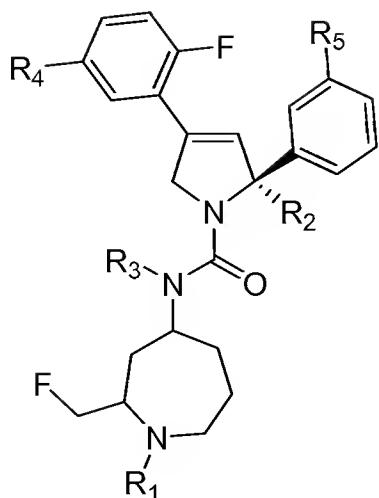
R ₁	R ₂	R ₃	R ₄	R ₅
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H

R ₁	R ₂	R ₃	R ₄	R ₅
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
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Me		Me	F	H

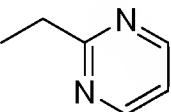
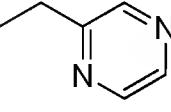
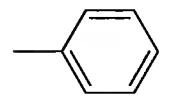
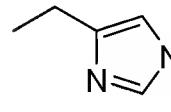
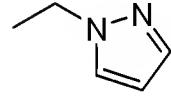
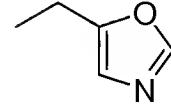
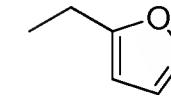
R ₁	R ₂	R ₃	R ₄	R ₅
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me	CH ₂ OH		F	H
Me	CH ₂ OH		F	H

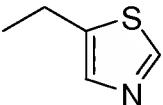
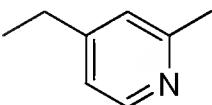
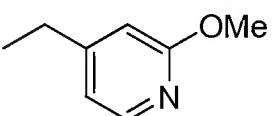
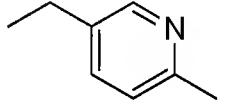
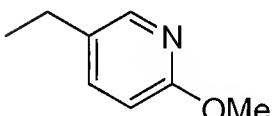
R ₁	R ₂	R ₃	R ₄	R ₅
Me	CH ₂ OH		F	H
Me	CH ₂ OH		F	H
Me	CH ₂ OH		F	H
Me	CH ₂ OH		F	H
Me	CH ₂ OH		F	H
Me	CH ₂ OH		F	H
Me	CH ₂ OH		F	H
Me	CH ₂ OH		F	H

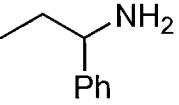
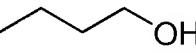
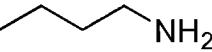
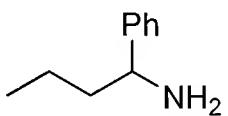
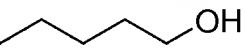
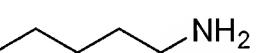
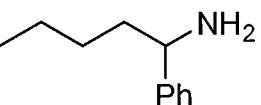
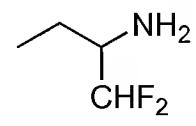
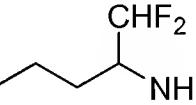
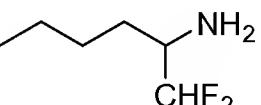
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Me	CH ₂ OH	Me	Cl	H
Me	CH ₂ OH	Me	Br	H
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Me	CH ₂ OH	Me	Me	H
Me	CH ₂ OH	Me	CF ₃	H
Me	CH ₂ OH	Me	NO ₂	H
Me	CH ₂ OH	Me	F	OH
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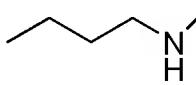
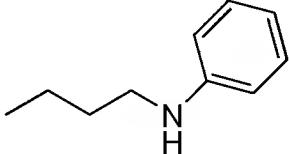
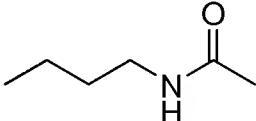
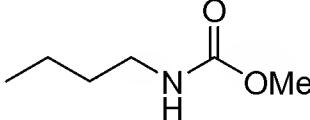
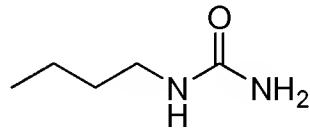
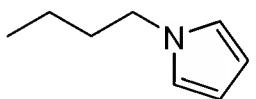


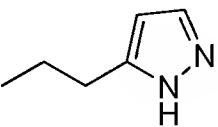
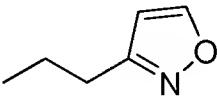
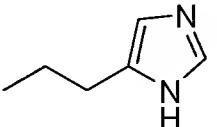
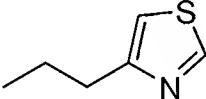
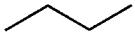
R ₁	R ₂	R ₃	R ₄	R ₅
Et	CH ₂ OH	Me	F	H
Et ₂	CH ₂ OH	Me	F	H
Ph-CH ₂ -	CH ₂ OH	Me	F	H
Ph-CH ₂ -C ₆ H ₄ -N	CH ₂ OH	Me	F	H
Ph-CH ₂ -C ₆ H ₄ -N	CH ₂ OH	Me	F	H
Ph-CH ₂ -C ₆ H ₄ -N	CH ₂ OH	Me	F	H
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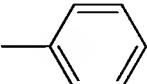
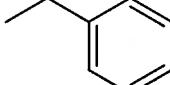
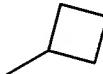
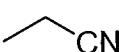
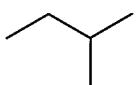
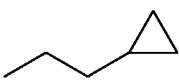
R ₁	R ₂	R ₃	R ₄	R ₅
	CH ₂ OH	Me	F	H
	CH ₂ OH	Me	F	H
	CH ₂ OH	Me	F	H
	CH ₂ OH	Me	F	H
	CH ₂ OH	Me	F	H
	CH ₂ OH	Me	F	H
	CH ₂ OH	Me	F	H

R ₁	R ₂	R ₃	R ₄	R ₅
	CH ₂ OH	Me	F	H
	CH ₂ OH	Me	F	H
	CH ₂ OH	Me	F	H
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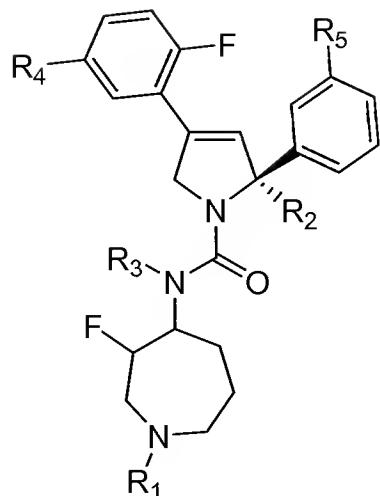
R ₁	R ₂	R ₃	R ₄	R ₅
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H

R ₁	R ₂	R ₃	R ₄	R ₅
Me		Me	F	H
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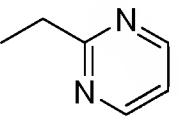
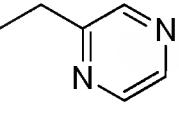
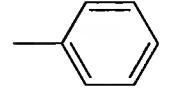
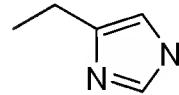
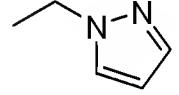
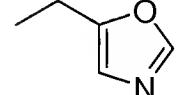
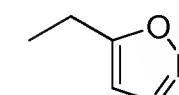
R ₁	R ₂	R ₃	R ₄	R ₅
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me	CH ₂ OH		F	H
Me	CH ₂ OH		F	H

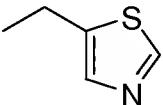
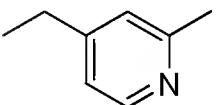
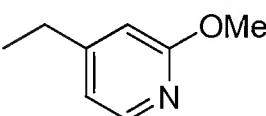
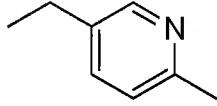
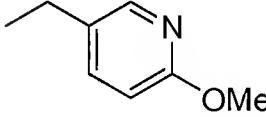
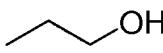
R ₁	R ₂	R ₃	R ₄	R ₅
Me	CH ₂ OH		F	H
Me	CH ₂ OH		F	H
Me	CH ₂ OH		F	H
Me	CH ₂ OH		F	H
Me	CH ₂ OH		F	H
Me	CH ₂ OH		F	H
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Me	CH ₂ OH		F	H

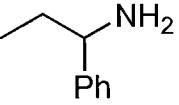
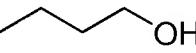
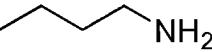
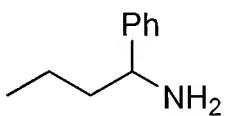
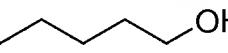
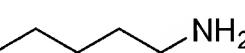
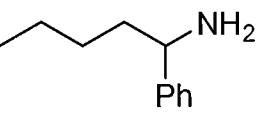
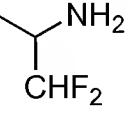
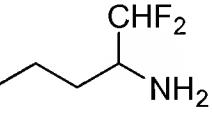
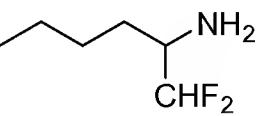
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Me	CH ₂ OH	Me	Cl	H
Me	CH ₂ OH	Me	Br	H
Me	CH ₂ OH	Me	CN	H
Me	CH ₂ OH	Me	Me	H
Me	CH ₂ OH	Me	CF ₃	H
Me	CH ₂ OH	Me	NO ₂	H
Me	CH ₂ OH	Me	F	OH
Me	CH ₂ OH	Me	F	NH ₂
Me	CH ₂ OH	Me	F	F
Me	CH ₂ OH	Me	F	SH

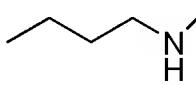
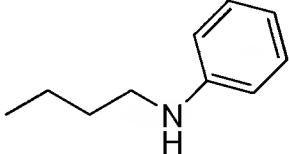
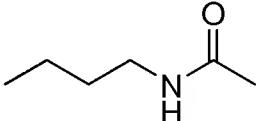
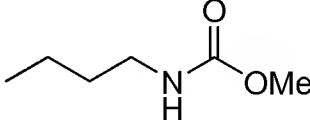
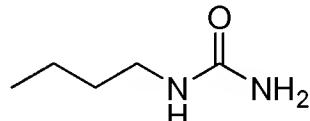
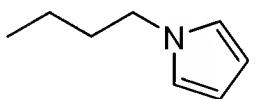


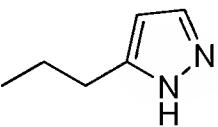
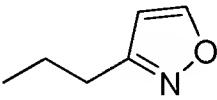
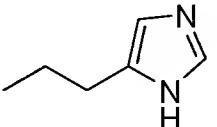
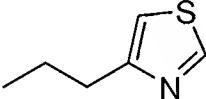
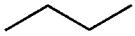
R ₁	R ₂	R ₃	R ₄	R ₅
	CH ₂ OH	Me	F	H
	CH ₂ OH	Me	F	H
	CH ₂ OH	Me	F	H
	CH ₂ OH	Me	F	H
	CH ₂ OH	Me	F	H
	CH ₂ OH	Me	F	H
	CH ₂ OH	Me	F	-

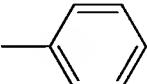
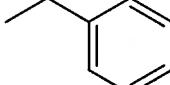
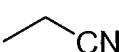
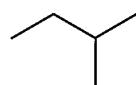
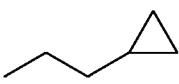
R ₁	R ₂	R ₃	R ₄	R ₅
	CH ₂ OH	Me	F	H
	CH ₂ OH	Me	F	H
	CH ₂ OH	Me	F	H
	CH ₂ OH	Me	F	H
	CH ₂ OH	Me	F	H
	CH ₂ OH	Me	F	H
	CH ₂ OH	Me	F	H

R ₁	R ₂	R ₃	R ₄	R ₅
	CH ₂ OH	Me	F	H
	CH ₂ OH	Me	F	H
	CH ₂ OH	Me	F	H
	CH ₂ OH	Me	F	H
	CH ₂ OH	Me	F	H
Me	Me	Me	F	H
Me		Me	F	H
Me		Me	F	H

R ₁	R ₂	R ₃	R ₄	R ₅
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H

R ₁	R ₂	R ₃	R ₄	R ₅
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H

R ₁	R ₂	R ₃	R ₄	R ₅
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me	CH ₂ OH		F	H
Me	CH ₂ OH		F	H

R ₁	R ₂	R ₃	R ₄	R ₅
Me	CH ₂ OH		F	H
Me	CH ₂ OH		F	H
Me	CH ₂ OH		F	H
Me	CH ₂ OH		F	H
Me	CH ₂ OH		F	H
Me	CH ₂ OH		F	H
Me	CH ₂ OH		F	H
Me	CH ₂ OH		F	H

R ₁	R ₂	R ₃	R ₄	R ₅
Me	CH ₂ OH	Me	Cl	H
Me	CH ₂ OH	Me	Br	H
Me	CH ₂ OH	Me	CN	H
Me	CH ₂ OH	Me	Me	H
Me	CH ₂ OH	Me	CF ₃	H
Me	CH ₂ OH	Me	NO ₂	H
Me	CH ₂ OH	Me	F	OH
Me	CH ₂ OH	Me	F	NH ₂
Me	CH ₂ OH	Me	F	F
Me	CH ₂ OH	Me	F	SH

or a pharmaceutically acceptable salt or stereoisomer thereof.

7. (Original) A pharmaceutical composition that is comprised of a compound in accordance with Claim 1 and a pharmaceutically acceptable carrier.

8.-10. Cancelled

11.-19. Previously cancelled

20.-23. Cancelled

24.-26. Previously cancelled

27.-28. Cancelled

29. Previously cancelled

30.-33. Cancelled